UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL OMB Number: 3235-0076 Expires: May 31, 2005 Estimated average burden s per response...1 USE ONLY Serial DATE RECEIVED

Filing Under (Check box(es) that apply):	[] Rule 504	[] <u>Rule 505</u>	[X] Rule 506	[] Section 4(6)	[X]ULOE
Type of Filing: [x] New Filing	[] Amendment				
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Address of Principal Business (Code) (if different from Executiv		and Street, City	, State, Zip Code	e) Telephone Nur	mber (Including Area
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Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

SEC 1972 Potential persons who are to respond to the collection of information contained in this form are not required to (6-02) respond unless the form displays a currently valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

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Check Box(es) that Apply:	[X] Promoter [] Beneficia Owner	[] Executive Officer	[] Director [X] General and/or Managing Partner Manager of Issuer
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Answer also in Appendix, Column 4, if filling under ULOE. If this filling is for an offering under Rule 504 or 505, enter the information quested for all securities sold by the issuer, to date, in offerings of the types dicated, the twelve (12) months prior to the first sale of securities in this offering. lassify securities by type listed in Part C-Question 1. Type of offering Rule 505 Regulation A Rule 504 Total a. Furnish a statement of all expenses in connection with the issuance and stribution of the securities in this offering. Exclude amounts relating solely to ganization expenses of the issuer. The information may be given as subject to ture contingencies. If the amount of an expenditure is not known, furnish an stimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees Sales Commissions (specify finders' fees separately) Other Expenses (identify)	Fotal (for filings under Rule 504 only)	\$	
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Sales Commissions (specify finders' fees separately) Other Expenses (identify)	ted for all securities sold by the issuer, to date, in offerings of the types ed, the twelve (12) months prior to the first sale of securities in this offering. Type of Securities by type listed in Part C-Question 1. Type of offering ule 505 egulation A ule 504 fortal units a statement of all expenses in connection with the issuance and attion of the securities in this offering. Exclude amounts relating solely to cation expenses of the issuer. The information may be given as subject to contingencies. If the amount of an expenditure is not known, furnish an the and check the box to the left of the estimate. Type of Securities in this offering. Exclude amounts relating solely to cation expenses of the issuer. The information may be given as subject to contingencies. If the amount of an expenditure is not known, furnish an the and check the box to the left of the estimate. Type of Securities in this offering.	Sold	0.0 \$ 0 \$ 0 \$ 25,00
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	ted for all securities sold by the issuer, to date, in offerings of the types ed, the twelve (12) months prior to the first sale of securities in this offering. Type of Securities by type listed in Part C-Question 1. Type of Offering	[X]	0.0 \$ 0 \$ 0 \$ 25,00 \$ 0 \$ 0

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known,

furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

Salaries and fees Purchase of real estate Purchase, rental or leasing and installation of machinery and equipment Construction or leasing of plant buildings and facilities Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	Payments to Officers, Directors, & Payments To Affiliates Others [X]\$600,000 [X]\$ 0 []\$ 0 []\$ 0 []\$ 0 []\$ 0	
Repayment of indebtedness	[]\$ 0 []\$ 0	_
Working capital	[X]\$ 0 [X]\$2,500,00	0
Other (specify): Testing, travel, and horse auction expenses of Manager	[X]\$375,000 [X]\$ 0	
	[] []	
Column Totals	[X]\$975,000 [X]\$2,500,000	0
Total Payments Listed (column totals added)	[X] \$3,475,000	
D. FEDERAL SIGNATURE	т. <u>Одна в почен в вобе по на учени по сов</u> в вобе почен на том в том в выполнения на	. 01000001100110000
the issuer has duly caused this notice to be signed by the undersigned duly auxule 505, the following signature constitutes an undertaking by the issuer to full commission, upon written request of its staff, the information furnished by the its paragraph (b)(2) of Rule 502.	rnish to the U.S. Securities and Exchange	е
ssuer (Print or Type) Signature	Date	7

The 2005 Elite Racing Investment Fund, LLC

Name of Signer (Print or Type)

David H. Lambert

T. T.

f Signer (Print or Type)

President, Twin Spires, Inc. (Manager of Issuer)

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE	
1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such	Yes No
See Appendix, Column 5, for state response.	() () ()

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)

The 2005 Elite Racing Investment Fund, LLC

Name of Signer (Print or Type)

David H. Lambert

Signature

Date

Of 43/05

Title (Print or Type)

President, Twin Spires, Inc. (Manager of Issuer)

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	2		3			4		5 Disqualif under Stat	ication
CONTROL LAND CONTROL C	Intend to non-ac investors (Part B-I	credited in State	Type of security and aggregate offering price offered in state (Part C-Item 1)	e	(if yes, attach explanation of waiver granted) (Part E-Item 1)				
State	Yes	No	yn men en e	Number of Accredited Investors	Accredited Non-Accredited				No
AL	103	110		mredicie	/ / / / / / / / / / / / / / / / / / /	11,700,010	Transcare	Yes	110
AK		 							
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NE		1							
NV		X	LLC Units (\$3,500,000)	1	\$500,000	0	0		Χ
NH	***************************************	1-2		<u> </u>	, , , , , , , ,				
NJ		X	LLC Units (\$3,500,000)	1	\$500,000	0	0		X
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